Governance and Nominations Committee
Terms of Reference

1. Role

1.1 The role of the Governance and Nominations Committee (**Committee**) is to assist Council in discharging its responsibilities in relation to:

1.1.1 selection and appointment of Council members (including the Chancellor and Deputy Chancellors);

1.1.2 council member induction and continuing professional development;

1.1.3 evaluating the performance of Council, its committees and individual members of Council;

1.1.4 succession planning for the Chancellor, Deputy Chancellors, Council, and Council committees (including committee chairs);

1.1.5 corporate governance policies and practices of the Monash Group and related external reporting, having regard to changes to external governance principles and practices; and

1.1.6 other matters referred by Council from time to time.

1.2 The Committee will have regard to the identification and management of risk in the discharge of its responsibilities and will inform the Risk and Audit Committee of relevant matters.

2. Authority

2.1 The Committee is a standing committee of Council, established pursuant to Schedule 1, Clause 15(1) of the *Monash University Act 2009 (Vic)* (**the Act**), and is accountable to Council.

2.2 Council has delegated to the Committee the functions and powers set out in these Terms of Reference in accordance with section 18(1)(b) of the Act.

2.3 The Committee must not delegate any function or power delegated to it by Council.

2.4 The Committee may seek external legal or other professional advice as the Committee considered necessary and appropriate. Any such advice may be obtained at the University's expense and independent of management (including the Vice-Chancellor).

3. Membership

3.1 Council will appoint, re-appoint and remove the members of the Committee and, with the assistance of the Committee, will review the composition of the Committee periodically.

3.2 Unless Council determines otherwise, the Committee will comprise:

(a) The Chancellor (ex-officio)

(b) The Vice-Chancellor & President (ex officio)

(c) All Deputy Chancellors (ex officio)

3.3 The Chair of the Committee is the Chancellor. If the Chair is unable to attend (for any reason) at the appointed time for the commencement of a meeting, a Deputy Chancellor or, in the absence of a Deputy Chancellor, an appointed Council member elected by the Committee members in attendance will preside as Chair.

3.4 The University Secretary (or delegate) will be the Secretary of the Committee.

3.5 The Committee may recommend to Council the co-option of one member external to the University who is not a member of Council.

4. Responsibilities

The Committee has delegated responsibility to:

<u>Council Membership</u>

4.1 Recommend to Council criteria (including a skills matrix) and processes for the selection and appointment of members of Council.

4.2 Recommend to Council the appointment and re-appointment of members in accordance with the criteria and processes approved by Council, having regard to any potential conflict of interest.

4.3 Oversee succession planning for the Chancellor, Deputy Chancellors and Council.

4.4 Recommend to Council a candidate for appointment as Chancellor.

4.5 Recommend to Council a candidate for appointment to each position of Deputy Chancellor.

<u>Council committees</u>

4.6 Oversee succession planning for all Council committees (including committee chairs) including annually reviewing the membership of all Council committees, and recommending to Council any proposed changes to committee membership (including committee chairs).

4.7 Periodically review the terms of reference of Council committees and recommend any changes to Council for approval.

Performance Evaluation

4.8 Recommend to Council processes to evaluate the performance of Council, its committees and individual members of Council.

4.9 Oversee the evaluation of the performance of Council, its committees and individual members of Council in accordance with the processes approved by Council.

Induction and Professional Development

4.10 Oversee the induction program for new members of Council and Council committees.

4.11 Oversee the provision of professional development opportunities for members of Council.

Academic Governance

4.12 Review and recommend to Council the functions, powers and composition of the Academic Board prescribed by the *Monash University Act 2009* and the Higher Education Standards Framework (Threshold Standards).

Group Governance

4.13 Oversee the corporate governance policies, structures and practices of the Monash Group, including:

4.13.1 conformity to relevant corporate governance standards;

4.13.2 monitoring reviews of and changes to external governance principles and practices, and considering their potential implications for Monash;

4.13.3 reviewing and recommending to Council for approval, disclosures in relation to University governance in the annual report (other than disclosures within the remit of other standing committees of Council); and

4.13.4 considering proposed changes to the Monash University Regulatory Framework (the Monash University Statute and Monash University regulations) and making recommendations to Council accordingly.

4.14 Consider and recommend to Council any proposals for the University to create a new legal entity or to dissolve a legal entity, to participate or cease participation in an existing legal entity, or to sell securities in an existing legal entity.

4.15 Oversee the governance practices of controlled and associated entities including to:

4.15.1 Review and recommend to Council for approval the Group Governance Framework and related documents.

4.15.2 Oversee succession planning for external directors (or equivalent) of controlled and associated entities.

4.15.3 Appoint, reappoint, and, where relevant remove, the Chair of the board (or equivalent) and any external director (or equivalent) of controlled entities, on advice from the Vice-Chancellor.

4.15.4 Appoint, reappoint (or nominate or re-nominate) and, where relevant remove (or recommend removal of), external directors (or equivalent) of associated entities, on advice from the Vice-Chancellor.

4.15.5 Oversee the evaluation of the performance of boards of controlled entities, their directors, and committees.

4.15.6 Review and approve the board charters of controlled entities.

4.15.7 Review and approve amendments to the constitutions of controlled entities (other than changes that are minor or technical in nature which may be approved by the Vice-Chancellor).

4.15.8 Review and recommend to Council for approval the delegations applicable to controlled entities.

4.15.9 Consider annual activity reports to Council by controlled entities.

5. Meetings

5.1 The Committee will meet sufficiently regularly to perform its role effectively. Meetings may be convened with approval of the Chair or, where the Chair has a conflict of interest, any three other members.

5.2 Meetings may be held face to face or using any technology which enables members to participate in a discussion. Members located at another physical location are deemed to be present at the meeting, if they are connected by such technology.

5.3 Unless otherwise determined by Council, the quorum for a Committee meeting is a majority of the members. Meetings of the Committee shall not proceed if a quorum is not present within half an hour after the appointed commencement time of the meeting.

5.4 A decision of the Committee is deemed to have been made at a meeting if the majority of members present and entitled to vote support the recommendation. If the members' votes result in a tie (50% each way), the Chair will have the casting vote.

5.5 A member of staff, professional advisor or other person may be invited to attend meetings as an attendee or observer at the discretion of the Chair. The Chair may determine that a person is to be a standing attendee. Non-members will not participate in the deliberations of the Committee unless invited by the Chair.

5.6 The Chair may ask any person to withdraw from any part of a meeting where there is an actual, potential or perceived conflict of interest.

6. Conflict of Interest

6.1 Members of the Committee must comply with the conflict of interest requirements set out in the Council Charter. For that purpose, references in the Council Charter to the Council are taken to include the Committee and references to a Council member are taken to include a member of the Committee, with any other necessary modifications.

7. Written resolutions

7.1 The Committee may deal with matters requiring a decision by way of written resolution sent to all members, with prior approval from the Chair. A written resolution will be deemed to have been passed once a majority of members entitled to vote has approved it by signing, email confirmation or other electronic means, and will be effective on the date the last member constituting the majority approves.

8. Reporting to Council

8.1 The Chair will report to Council at the next practicable meeting following each meeting of the Committee on the outcome of matters considered by the Committee.

9. Performance Evaluation

9.1 The Committee will conduct an annual assessment of its activities under these Terms of Reference.

10. Review of Terms of Reference

10.1 The Committee will review the Terms of Reference periodically and recommend any proposed changes to Council for approval.

Effective date: 29 June 2026